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*Attorneys for Debtors and Reorganized Debtors*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS  
IN SUPPORT OF REORGANIZED  
DEBTORS' THIRTIETH THROUGH  
THIRTY-NINTH OMNIBUS OBJECTIONS  
TO CLAIMS (NO LIABILITY CLAIMS)**

**Response Deadline:  
December 1, 2020, 4:00 p.m. (PT)**

**Hearing Information If Timely Response Made:**

Date: December 15, 2020

Time: 10:00 a.m. (Pacific Time)

Place: (Telephonic Appearances Only)

United States Bankruptcy Court

Courtroom 17, 16th Floor

San Francisco, CA 94102

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby  
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,  
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP ("**AlixPartners**"), which is  
5 an affiliate of both AlixPartners, LLC and AP Services, LLC, ("**APS**"). APS was previously retained to  
6 provide interim management services to PG&E Corporation and Pacific Gas and Electric Company, as  
7 debtors and reorganized debtors (collectively, the "**Debtors**," and as reorganized pursuant to the Plan,  
8 the "**Reorganized Debtors**") in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**"). I  
9 submit this Declaration in support of the Reorganized Debtors' Thirtieth through Thirty-Ninth Omnibus  
10 Objections to Claims (No Liability Claims) (together, the "**Omnibus Objections**"),<sup>1</sup> filed  
11 contemporaneously herewith.

12 2. In my current position, I am responsible for overseeing the Bankruptcy Case Management  
13 component of AlixPartners' assignment to assist the Reorganized Debtors with various matters related  
14 to these Chapter 11 Cases. My area of responsibility includes the effort by AlixPartners, in coordination  
15 with the Reorganized Debtors, to review and assess the validity of all claims asserted against the Debtors,  
16 other than (a) Fire Claims and Subrogation Wildfire Claims and (b) providing limited support with  
17 respect to Securities Claims. I am generally familiar with the Reorganized Debtors' day-to-day  
18 operations, financing arrangements, business affairs, and books and records. Except as otherwise  
19 indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, the  
20 knowledge of other APS professionals working under and alongside me on this matter, my discussions  
21 with the Reorganized Debtors' personnel, the Reorganized Debtors' various other advisors and counsel,  
22 and my review of relevant documents and information prepared by the Reorganized Debtors. If called  
23 upon to testify, I would testify competently to the facts set forth in this Declaration. I am authorized to  
24 submit this declaration on behalf of the Reorganized Debtors.

25 3. The AlixPartners team under my supervision has been actively and intimately involved  
26 in the claims review and reconciliation process since shortly after the filing of these Chapter 11 Cases.

27 \_\_\_\_\_  
28 <sup>1</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in  
the Omnibus Objections.

1 AlixPartners initially assisted the Debtors in the preparation of their bankruptcy schedules based on the  
2 Debtors' books and records. As claims were filed, AlixPartners coordinated with the Debtors the process  
3 of reconciling filed claims with the Debtors' schedules and books and records to determine the validity  
4 of filed claims based on those schedules and books and records. AlixPartners has developed and  
5 maintains a claims reconciliation database and various data management applications that are used by  
6 the Reorganized Debtors and AlixPartners to identify both valid claims as well as claims that are not  
7 valid in whole or in part and the appropriate grounds for objection to such claims. AlixPartners is now  
8 supporting, and will continue to support, the efforts of the Reorganized Debtors and their counsel to  
9 resolve disputed claims, including by formal objections as necessary.

10 4. As part of the claims review and reconciliation process described above, the AlixPartners  
11 team, working with the Reorganized Debtors' personnel and other professionals, has identified a number  
12 of filed Proofs of Claim for which the Reorganized Debtors are not liable. If not disallowed and/or  
13 expunged, these Proofs of Claim potentially could allow the applicable claimants to receive recoveries  
14 to which they are not entitled.

15 5. The Omnibus Objections are directed to some of those Proofs of Claim—those  
16 specifically identified in Exhibit 1 to each Omnibus Objection, in the column headed "Claims To Be  
17 Disallowed and/or Expunged," and referred to in the Omnibus Objections as "No Liability Claims."  
18 Exhibit 1 to each Omnibus Objection was prepared by the AlixPartners team under my overall  
19 supervision, and I am familiar with both documents, their contents, and the process under which they  
20 were prepared.

21 6. The No Liability Claims are either "Equity Interest Claims " or "Miscellaneous No  
22 Liability Claims."

23 7. Equity Interest Claims. These are Proofs of Claim that are based purely upon the  
24 Claimant's holding of the Debtors' common stock, which interests remain outstanding subject to dilution  
25 in accordance with the Plan, and are not otherwise entitled to a distribution or right to payment under the  
26 Plan.

27 8. Miscellaneous No Liability Claims. Part 2, Question 8 of the Court-approved Proof of  
28 Claim form asks "What is the basis of the claim?" It lists several examples, and instructs Claimants to

attached documents supporting the Claim as required by Bankruptcy Rule 3001(c). In most cases, the Miscellaneous No Liability Claims do not provide an answer to this question, nor do they attach any relevant supporting documentation. In some cases, the Miscellaneous No Liability Claims provide an answer, but it is one of the examples provided (*e.g.*, “good[s] sold”) without additional explanation or relevant supporting documentation. In other cases, the answer is filled out but does not provide a basis for the Reorganized Debtors to analyze liability (*e.g.*, “?”, “don’t know,” “PGE bankruptcy,” or “personal loss”). In these cases as well, no relevant supporting documentation was provided.

9. The Reorganized Debtors' personnel conducted a rigorous review of their records to attempt to determine any basis under which the Reorganized Debtors might be liable for the Miscellaneous No Liability Claims. The Reorganized Debtors and their professionals checked Claimants' names against parties with known litigation claims, Fire Victim Claims, and other property damage claims and did not identify any potential liability in connection with these Claims. The Reorganized Debtors also reviewed their accounts payable records and recorded prepetition liabilities and did not identify any potential liability in connection with these Claims. Additionally, the Reorganized Debtors conducted a review of their records across various customer-focused departments. Ultimately, the Reorganized Debtors were not able to establish that any of the Claims are associated with current or former customers. Accordingly, the Reorganized Debtors did not identify any potential liability in connection with these Claims.

10. Based on AlixPartners' review of the Reorganized Debtors' books and records and my team's consultations with the Reorganized Debtors' personnel, each of the No Liability Claims identified on **Exhibit 1** represents a Proof of Claim for which the Reorganized Debtors do not have any liability.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief. Executed this fifth day of November, 2020, in Dallas, Texas.

/s/ Robb McWilliams  
Robb McWilliams